

RECORDATION NO. 25450-K FILED

JUL 18 '05

4:12 PM

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

July 18, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 12, dated as of July 15, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 previously filed with the Board under Recordation Number 25450.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
161 North Clark Street, 7th Floor
Chicago, Illinois 60601

Lessee: NRG Power Marketing Inc.
211 Carnegie Center
Princeton, New Jersey 08540

Mr. Vernon A. Williams
July 18, 2005
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A description of the railroad equipment covered by the enclosed document is:

120 GRL Coal Gondola railcars: PNJX 51240 -- PNJX 51359

A short summary of the document to appear in the index is:

Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 12.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF
RAILROAD CAR FULL SERVICE MASTER LEASING AGREEMENT
AND RIDER NO. 12

This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 12 is made and entered by and between General Electric Railcar Services Corporation (hereinafter referred to as "Lessor") and NRG Power Marketing Inc. (hereinafter referred to as "Lessee"), respecting that certain Railroad Car Full Service Master Leasing Agreement, dated as of February 18, 2005, between Lessor and Lessee (as supplemented, the "Master Lease") and that certain Rider No. 12, dated as of July 15, 2005, between Lessor and Lessee (the "Rider").

Pursuant to the provisions of the Master Lease and the Rider, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms of the Master Lease and Rider.

2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 12, is not a summary of the Master Lease and the Rider nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 12 and the provisions of the Master Lease and the Rider, the provisions of the Master Lease and the Rider shall control.

3. This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 12, is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

[signature page follows]

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 12, to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of July 15, 2005.

LESSOR:

LESSEE:

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

NRG POWER MARKETING INC.

By: 

Name: James N. Muday

Title: Vice President

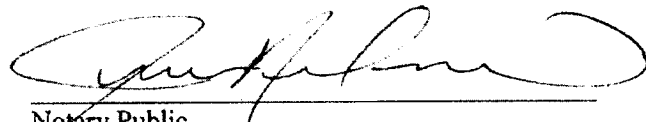
By: 

Name: ~~Ershel C. Redd Jr.~~

Title: ~~Chairman, President and CEO
NRG Power Marketing Inc.~~

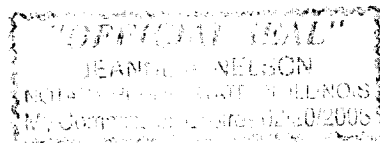
STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 5th day of July, 2005, before me personally appeared James N. Muday to me personally known, who being duly sworn, stated that he/she is Vice President of General Electric Railcar Services Corporation, that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



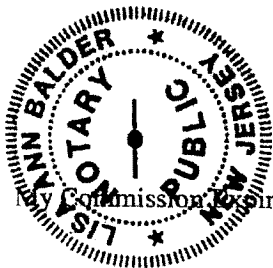
Notary Public

My Commission Expires:



STATE OF NEW JERSEY)
)
COUNTY OF MERCER) SS:

On this 15th day of July, 2005, before me personally appeared Ershel C. Redd, Jr., to me personally known, who being duly sworn, stated that he is Chairman, President and CEO of NRG Power Marketing Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Lisa A. Balder
Notary Public

EXHIBIT A

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
1	PNJX	51240	Aluminum Bethgon II Coal Car	Johnstown America
2	PNJX	51241	Aluminum Bethgon II Coal Car	Johnstown America
3	PNJX	51242	Aluminum Bethgon II Coal Car	Johnstown America
4	PNJX	51243	Aluminum Bethgon II Coal Car	Johnstown America
5	PNJX	51244	Aluminum Bethgon II Coal Car	Johnstown America
6	PNJX	51245	Aluminum Bethgon II Coal Car	Johnstown America
7	PNJX	51246	Aluminum Bethgon II Coal Car	Johnstown America
8	PNJX	51247	Aluminum Bethgon II Coal Car	Johnstown America
9	PNJX	51248	Aluminum Bethgon II Coal Car	Johnstown America
10	PNJX	51249	Aluminum Bethgon II Coal Car	Johnstown America
11	PNJX	51250	Aluminum Bethgon II Coal Car	Johnstown America
12	PNJX	51251	Aluminum Bethgon II Coal Car	Johnstown America
13	PNJX	51252	Aluminum Bethgon II Coal Car	Johnstown America
14	PNJX	51253	Aluminum Bethgon II Coal Car	Johnstown America
15	PNJX	51254	Aluminum Bethgon II Coal Car	Johnstown America
16	PNJX	51255	Aluminum Bethgon II Coal Car	Johnstown America
17	PNJX	51256	Aluminum Bethgon II Coal Car	Johnstown America
18	PNJX	51257	Aluminum Bethgon II Coal Car	Johnstown America
19	PNJX	51258	Aluminum Bethgon II Coal Car	Johnstown America
20	PNJX	51259	Aluminum Bethgon II Coal Car	Johnstown America
21	PNJX	51260	Aluminum Bethgon II Coal Car	Johnstown America
22	PNJX	51261	Aluminum Bethgon II Coal Car	Johnstown America
23	PNJX	51262	Aluminum Bethgon II Coal Car	Johnstown America
24	PNJX	51263	Aluminum Bethgon II Coal Car	Johnstown America
25	PNJX	51264	Aluminum Bethgon II Coal Car	Johnstown America
26	PNJX	51265	Aluminum Bethgon II Coal Car	Johnstown America
27	PNJX	51266	Aluminum Bethgon II Coal Car	Johnstown America
28	PNJX	51267	Aluminum Bethgon II Coal Car	Johnstown America
29	PNJX	51268	Aluminum Bethgon II Coal Car	Johnstown America
30	PNJX	51269	Aluminum Bethgon II Coal Car	Johnstown America
31	PNJX	51270	Aluminum Bethgon II Coal Car	Johnstown America
32	PNJX	51271	Aluminum Bethgon II Coal Car	Johnstown America
33	PNJX	51272	Aluminum Bethgon II Coal Car	Johnstown America
34	PNJX	51273	Aluminum Bethgon II Coal Car	Johnstown America
35	PNJX	51274	Aluminum Bethgon II Coal Car	Johnstown America
36	PNJX	51275	Aluminum Bethgon II Coal Car	Johnstown America
37	PNJX	51276	Aluminum Bethgon II Coal Car	Johnstown America
38	PNJX	51277	Aluminum Bethgon II Coal Car	Johnstown America
39	PNJX	51278	Aluminum Bethgon II Coal Car	Johnstown America
40	PNJX	51279	Aluminum Bethgon II Coal Car	Johnstown America
41	PNJX	51280	Aluminum Bethgon II Coal Car	Johnstown America
42	PNJX	51281	Aluminum Bethgon II Coal Car	Johnstown America
43	PNJX	51282	Aluminum Bethgon II Coal Car	Johnstown America
44	PNJX	51283	Aluminum Bethgon II Coal Car	Johnstown America
45	PNJX	51284	Aluminum Bethgon II Coal Car	Johnstown America
46	PNJX	51285	Aluminum Bethgon II Coal Car	Johnstown America
47	PNJX	51286	Aluminum Bethgon II Coal Car	Johnstown America
48	PNJX	51287	Aluminum Bethgon II Coal Car	Johnstown America
49	PNJX	51288	Aluminum Bethgon II Coal Car	Johnstown America
50	PNJX	51289	Aluminum Bethgon II Coal Car	Johnstown America

EXHIBIT A

Unit	AAR Reporting		Car Type	Manufacturer
	Count	Mark		
51	PNJX	51290	Aluminum Bethgon II Coal Car	Johnstown America
52	PNJX	51291	Aluminum Bethgon II Coal Car	Johnstown America
53	PNJX	51292	Aluminum Bethgon II Coal Car	Johnstown America
54	PNJX	51293	Aluminum Bethgon II Coal Car	Johnstown America
55	PNJX	51294	Aluminum Bethgon II Coal Car	Johnstown America
56	PNJX	51295	Aluminum Bethgon II Coal Car	Johnstown America
57	PNJX	51296	Aluminum Bethgon II Coal Car	Johnstown America
58	PNJX	51297	Aluminum Bethgon II Coal Car	Johnstown America
59	PNJX	51298	Aluminum Bethgon II Coal Car	Johnstown America
60	PNJX	51299	Aluminum Bethgon II Coal Car	Johnstown America
61	PNJX	51300	Aluminum Bethgon II Coal Car	Johnstown America
62	PNJX	51301	Aluminum Bethgon II Coal Car	Johnstown America
63	PNJX	51302	Aluminum Bethgon II Coal Car	Johnstown America
64	PNJX	51303	Aluminum Bethgon II Coal Car	Johnstown America
65	PNJX	51304	Aluminum Bethgon II Coal Car	Johnstown America
66	PNJX	51305	Aluminum Bethgon II Coal Car	Johnstown America
67	PNJX	51306	Aluminum Bethgon II Coal Car	Johnstown America
68	PNJX	51307	Aluminum Bethgon II Coal Car	Johnstown America
69	PNJX	51308	Aluminum Bethgon II Coal Car	Johnstown America
70	PNJX	51309	Aluminum Bethgon II Coal Car	Johnstown America
71	PNJX	51310	Aluminum Bethgon II Coal Car	Johnstown America
72	PNJX	51311	Aluminum Bethgon II Coal Car	Johnstown America
73	PNJX	51312	Aluminum Bethgon II Coal Car	Johnstown America
74	PNJX	51313	Aluminum Bethgon II Coal Car	Johnstown America
75	PNJX	51314	Aluminum Bethgon II Coal Car	Johnstown America
76	PNJX	51315	Aluminum Bethgon II Coal Car	Johnstown America
77	PNJX	51316	Aluminum Bethgon II Coal Car	Johnstown America
78	PNJX	51317	Aluminum Bethgon II Coal Car	Johnstown America
79	PNJX	51318	Aluminum Bethgon II Coal Car	Johnstown America
80	PNJX	51319	Aluminum Bethgon II Coal Car	Johnstown America
81	PNJX	51320	Aluminum Bethgon II Coal Car	Johnstown America
82	PNJX	51321	Aluminum Bethgon II Coal Car	Johnstown America
83	PNJX	51322	Aluminum Bethgon II Coal Car	Johnstown America
84	PNJX	51323	Aluminum Bethgon II Coal Car	Johnstown America
85	PNJX	51324	Aluminum Bethgon II Coal Car	Johnstown America
86	PNJX	51325	Aluminum Bethgon II Coal Car	Johnstown America
87	PNJX	51326	Aluminum Bethgon II Coal Car	Johnstown America
88	PNJX	51327	Aluminum Bethgon II Coal Car	Johnstown America
89	PNJX	51328	Aluminum Bethgon II Coal Car	Johnstown America
90	PNJX	51329	Aluminum Bethgon II Coal Car	Johnstown America
91	PNJX	51330	Aluminum Bethgon II Coal Car	Johnstown America
92	PNJX	51331	Aluminum Bethgon II Coal Car	Johnstown America
93	PNJX	51332	Aluminum Bethgon II Coal Car	Johnstown America
94	PNJX	51333	Aluminum Bethgon II Coal Car	Johnstown America
95	PNJX	51334	Aluminum Bethgon II Coal Car	Johnstown America
96	PNJX	51335	Aluminum Bethgon II Coal Car	Johnstown America
97	PNJX	51336	Aluminum Bethgon II Coal Car	Johnstown America
98	PNJX	51337	Aluminum Bethgon II Coal Car	Johnstown America
99	PNJX	51338	Aluminum Bethgon II Coal Car	Johnstown America
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

7/18/05



Robert W. Alvord